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16 Sara Lee Bakery Group, Inc., and  
17 Earthgrains Baking Companies, Inc.

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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF CALIFORNIA**

BBU, INC., BIMBO BAKERIES USA, INC.,  
ARNOLD PRODUCTS, INC., ARNOLD  
SALES COMPANY, INC., and ARNOLD  
FOODS COMPANY, INC.,

Plaintiffs,

v.

SARA LEE CORPORATION, SARA LEE  
BAKERY GROUP, INC. EARTHGRAINS  
BAKING COMPANIES, INC., and DOES 1-  
10, inclusive,

Defendants.

Case No: 09-CV-1787-DMS (RBB)

**DECLARATION OF TIMOTHY ZIMMER  
IN SUPPORT OF DEFENDANTS'  
OPPOSITION TO PLAINTIFFS' MOTION  
FOR PRELIMINARY INJUNCTION**

Judge:	Hon. Dana M. Sabraw
Hearing Date:	September 11, 2009
Time:	1:30 p.m.
Courtroom:	10

1                   **DECLARATION OF TIMOTHY ZIMMER IN SUPPORT OF DEFENDANTS'**  
2                   **OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION**

3                   I, Timothy Zimmer, declare as follows:

4                   **EDUCATION AND EMPLOYMENT**

5                   1.           I am over the age of eighteen, and I am competent to make this declaration. I  
6                   make this declaration based on my own personal knowledge and upon my review of documents  
7                   maintained by Sara Lee Corporation ("Sara Lee"), in the regular course of business. I could and  
8                   would competently testify thereto if called as a witness in this matter.

9                   2.           I have been employed by Sara Lee since May 2003. My current title is Vice  
10                  President of Marketing for the fresh bakery business unit. I have held this position since 2005.  
11                  As Vice President of Marketing I am responsible for overseeing the marketing for all of the  
12                  bakery brands including SARA LEE, EARTHGRAINS and IRONKIDS, to name a few.

13                  3.           My background in marketing dates back to my undergraduate degree in  
14                  marketing and finance from the University of Texas in Arlington, from which I graduated in  
15                  1990. Following my undergraduate studies, I obtained an MBA in strategy and finance from  
16                  Wake Forest University in 1994.

17                  4.           Upon graduation, I was employed by RJR Nabisco from 1994 to 2001, working  
18                  my way up the ladder to positions of increasing responsibility in the marketing group and  
19                  ultimately becoming Senior Brand Manager, first for the PLANTERS peanuts and then for  
20                  LIFESAVERS candies.

21                  5.           For about one year after leaving RJR Nabisco, I worked for Pinnacle Foods and  
22                  worked on such well known brands as VLASSIC, SWANSON and OPEN PIT.

23                   **SARA LEE AND EARTHGRAINS BRANDS**

24                  6.           Within about one year, I was recruited by Sara Lee to be Group Director for  
25                  fresh bakery business unit. The SARA LEE brand is the number one fresh bakery brand in the  
26                  United States. Other leading brands offered by Sara Lee in the fresh bakery segment are  
27                  EARTHGRAINS, IRONKIDS, COLONIAL and RAINBO. It is also a leader in the packaged  
28                  meats category with such well-known brands as BALL PARK, HILLSHIRE FARM and JIMMY

1 DEAN. The Sara Lee brands are household names and have garnered a reputation among  
2 consumers for being high quality and good tasting.

3 7. During my tenure at Sara Lee, annual sales for the fresh bakery business unit  
4 have grown to over \$2 billion. After about two years as Group Director I was promoted to my  
5 current title of Vice President of Marketing for fresh bakery goods.

6 8. Through my efforts with the marketing team, Sara Lee has been a leader in  
7 innovation within the fresh bakery product category. For five of the last six years, Sara Lee has  
8 received IRI Pacesetter's prestigious award for innovation for new items.

9 9. My responsibility for the fresh bakery product category includes a number of  
10 brands in addition to the SARA LEE brand and specifically includes the EARTHGRAINS brand.

11 10. Sara Lee (through a subsidiary) acquired the EARTHGRAINS brand via a  
12 merger with the Earthgrains Company on August 14, 2001.

13 11. The EARTHGRAINS brand has a long history, having first been introduced in  
14 1975 by Campbell Taggart, Inc., which later changed its name to The Earthgrains Company in  
15 1996, as a super premium line of whole grain bread and bakery products. Sara Lee's strategy for  
16 the EARTHGRAINS brand has been to continue the brand's venerable history for high-quality  
17 and nutritious products.

18 12. The EARTHGRAINS brand has had sales in excess of \$415 million for the last  
19 five years. Today, the EARTHGRAINS brand offers seven different bread products made from  
20 100% natural ingredients. The EARTHGRAINS breads contain no artificial colors, flavors or  
21 preservatives, have 0<sub>g</sub> trans fat and are whole grain. The EARTHGRAINS brand strategy will  
22 continue to focus on 100% natural and 100% whole grain breads, buns and bagels.

23 13. As of June 2009 the EARTHGRAINS mark has national aided brand awareness  
24 of 37% based on syndicated MaPS [Market and Research Systems] data, which studies brand  
25 health by tracking critical performance indicators.

26 14. Products bearing the EARTHGRAINS mark are offered in approximately fifty  
27 percent (50%) of the country through grocery stores, such as, Kroger, Super Value and Raley's,  
28 mass merchandisers, such as, Wal-Mart, and warehouse club stores like Costco. Sales of

1 EARTHGRAINS products are currently strongest in the southern, central and western states  
2 although we are in the process of expanding distribution in the west and northeast to have sales  
3 in seventy-five percent (75%) of the country by 2011.

4 15. The EARTHGRAINS brand has a 3.2 % share of the national wide-pan bread  
5 segment with a strong 10.6 % share of this segment in the southern US.

6 16. For each of the last three years, Sara Lee has spent approximately \$3 - \$4  
7 million on consumer and trade spending devoted to promoting the EARTHGRAINS brand.

8 17. The EARTHGRAINS logo prominently appears on the packaging in large  
9 distinctive lettering so that the product's loyal purchasers are able to easily identify the product.  
10 The text and graphics of the packaging of the 100% Natural EARTHGRAINS line of products  
11 (of which the 100% NATURAL THINS thin buns are a line extension) are consistent throughout  
12 the line creating a uniform package trade dress that is easily identifiable by consumers.  
13 Specifically, the package trade dress consists of the distinctive EARTHGRAINS stylized logo  
14 beneath which is a rendering of a sheaf of whole grains in front of which sits a pile of milled  
15 grain spilling from a scoop. Beneath that is the phrase "100% NATURAL" and in the case of  
16 the thin bun product the descriptor "THINS." Below that is the particular identification of the  
17 grain which appears in a colored rectangular device. Each color represents a particular grain.  
18 Thus, for example, purple represents multi grain and brown represents wheat. *See* Exhibit 1  
19 (showing EARTHGRAINS packaging).

20 18. Additionally, the EARTHGRAINS mark itself immediately connotes the  
21 healthy aspects of breads made from grains of the earth and thus tends to attract health and  
22 nutritious conscious purchasers.

23 19. Sara Lee further attracts health and nutritious conscious consumers by providing  
24 a nutritional "SLICE OF NUTRITON" score card on the side of the packaging for its  
25 EARTHGRAINS breads, which serves as an additional key to allow consumers to evaluate the  
26 health benefits of the EARTHGRAINS breads.

27 20. In recognition of the lifestyle of its consumer base and to demonstrate the  
28 brand's commitment to the earth from which its grain products are made, the EARTHGRAINS

1 brand is used to support the protection of lands and waters through a donation to The Nature  
2 Conservancy. The sponsorship is apparent from the packaging, which bears the logo for the  
3 Conservancy. *See* Exhibit 2.

4 21. Not surprisingly, EARTHGRAINS has developed a loyal following. Among  
5 purchasers of EARTHGRAINS products there is a twenty-five percent (25%) loyalty rate.

6 22. There are currently two core strategic product lines of bread offered under the  
7 EARTHGRAINS brand: the 100% NATURAL line and the DOUBLE FIBER line. These two  
8 product lines are prominently featured on the EARTHGRAINS website, as shown on Exhibit 3.

9 23. The 100% NATURAL product line particularly resonates with purchasers of  
10 EARTHGRAINS products as it assures these health and nutritious conscious consumers that  
11 these breads are made with only 100% natural ingredients and that there no artificial colors or  
12 flavors and no preservatives.

13 **DEVELOPMENT AND LAUNCH OF THE 100% NATURAL THINS PRODUCT**

14 24. As part of the natural expansion of this successful EARTHGRAINS brand, Sara  
15 Lee has plans to introduce other forms of fresh baked products. By “forms,” I am referring to the  
16 form the product takes, meaning bread, roll, bagel, etc. For the EARTHGRAINS product line,  
17 Sara Lee decided to expand into a thin bun product, because Sara Lee believed that this form  
18 would be appealing to its health conscious consumer base.

19 25. The term THINS was chosen as the product descriptor for the thin bun product  
20 because it connotes both the thinness of the configuration of product itself, i.e., that it is not as  
21 thick as standard buns, and that the product promotes thinness in its health conscious consumers.  
22 At the time we decided to use the product descriptor THINS, Sara Lee knew about Arnold’s  
23 product and its SANDWICH THINS registration, as well as widespread third party use of the  
24 term “thins.” Other terms that were considered, such as FLATS and ROUNDS, are not adequate  
25 substitutes because they do not simultaneously convey both that the product is not thick and that  
26 it is healthy. Additionally, these other terms bring with them other connotations that consumers  
27 could find confusing. For example, the term FLATS tends to be used with tortillas and wraps  
28 and would confuse people about the nature of the product.

1           26.       When creating a package design it is critical to immediately convey to the  
2 consumer the nature and characteristics of the product. In doing so, the package text must be  
3 direct, clear and concise. It is for this reason Sara Lee adopted the descriptor “100%  
4 NATURAL.” As noted above, THINS quickly, clearly and directly conveys to the consumer the  
5 dual product attributes namely, that the bun is both thin and healthy. Sara Lee thus considers the  
6 term THINS to be essential to adequately describe the product category of a thin style of bun for  
7 health conscious people. If Arnold is able to have exclusive rights in the word “thin” to describe  
8 thin buns, Sara Lee will be at a serious competitive disadvantage.

9           27.       The EARTHGRAINS 100% NATURAL THINS product will be launched on  
10 September 15, 2009 in California, Utah, Arizona, Colorado, New Mexico and Washington with a  
11 target of 3200 doors. This launch date was set in June, 2009. After the initial eleven-week  
12 launch in the west, the product rollout will be expanded to the central US by mid-October 2009  
13 and the south and east regions by mid-November 2009. In other words, over an eight week time  
14 period, the new product will be rolled out across the EARTHGRAINS distribution footprint.

15           **SARA LEE WILL SUFFER IRREPARABLE HARM IF LAUNCH IS ENJOINED**

16           28.       A substantial investment has been made in time, money and effort in connection  
17 with the September 15 launch of the EARTHGRAINS 100% NATURAL THINS thin bun  
18 product. Sara Lee has been developing this product and planning the launch since June, 2009. I  
19 discuss some of these costs in paragraphs 29 - 31 below, but Exhibit 4 is a chart detailing these  
20 costs.

21           29.       Sara Lee has allocated \$1 million for the national launch of its EARTHGRAINS  
22 100% NATURAL THINS thin bun product. This allocation represents a significant portion of  
23 the \$7 million annual budget for the EARTHGRAINS brand. Specific to the September 15  
24 launch in our west region, we have already allocated and spent \$275,000 on media and  
25 promotional materials, including free standing inserts (“FSI”), in-store communications, point of  
26 sale materials, shelf strips, shelf danglers, headers, tear pads of in-store coupons--all of which  
27 will have been developed and distributed to our customers by the September 11<sup>th</sup> hearing on  
28 Arnold’s motion for preliminary injunction.

1           30.       In addition, Sara Lee has already spent \$550,000 on product development,  
2 ingredients and packaging for the September 15 launch in the western region. This sum  
3 translates to eleven weeks of finished product or 67,000 units per week of product forecasted  
4 over that eleven week time period. The foregoing figure does not reflect the hundreds of man  
5 hours Sara Lee has invested in the development of the product, the product packaging and the  
6 advertising and promotional materials. The bread for the first week of the launch will be baked  
7 and packaged on September 10 and 11 and will be delivered to the distribution centers on  
8 September 13 and 14 for delivery to the stores on September 15.

9           31.       Additionally, Sara Lee anticipates sales of \$158,000 per week of its  
10 EARTHGRAINS 100% NATURAL THINS thin bun product. Total estimated sales over the  
11 entire eleven week launch period in the western region are approximately \$1.7 million.

12           32.       If Sara Lee is enjoined from launching its EARTHGRAINS 100% NATURAL  
13 THINS thin bun product, the harm to it would be substantial and irreparable. The buns have a  
14 shelf life of seven (7) days. As of the date of the preliminary injunction hearing, the buns will  
15 have already been manufactured and delivered to Sara Lee's distribution centers awaiting  
16 delivery to the stores on September 15. Thus, should Sara Lee be enjoined the buns will have to  
17 be thrown out as they cannot be repackaged and resold. Likewise the eleven week inventory of  
18 product packaging having a value of \$64,530 will have to be destroyed as will all of the  
19 advertising and promotional materials namely, the point of sale materials, FSIs, cents off  
20 coupons and handouts as they all bear the phrase "100% NATURAL THINS." Additionally,  
21 Sara Lee will have to forfeit the placement fees of \$37,000 paid for the FSIs and \$200,000 paid  
22 for the radio advertisement airtime. Sara Lee's sunk costs are significant as are the lost sales  
23 such that an injunction would cause it substantial and irreparable harm.

24           33.       Creating new packaging is more complicated than simply removing THINS  
25 from the package and substituting a new descriptor. Typically it takes between three to four  
26 months to fabricate and manufacture a package. During that timeframe, the new package has to  
27 be designed, the proposed package must be routed through the company for various approvals,  
28 plates need to be made, color separations prepared, etc. Moreover, a new package for the



1 EARTHGRAINS 100% NATURAL THINS thin bun product would have to be fed into the  
2 production schedule that supports the numerous packaging projects underway at Sara Lee.  
3 Currently, we have ninety-six packaging projects in progress. The only way to speed up the  
4 package creation process is to jump a project to the head of the line which would have a ripple  
5 effect causing all the other projects to be delayed. Thus, if Sara Lee is enjoined, the only way to  
6 quickly re-launch the product in a ten to twelve week period would be to put all the other  
7 projects on hold so that the THINS project could be pushed to the front of the production line.  
8 The delay caused by this disruption to the production schedule could have serious economic  
9 consequences to the other packaging projects.

10 34. In any event, the ten to twelve week delay in launching the THINS product will  
11 not only result in lost sales in excess of \$1.7 million in the west but it will delay our planned  
12 launches across the rest of the country resulting in additional lost sales of \$1.3 million. In sum,  
13 Sara Lee would stand to lose \$3 million if the launch of its EARTHGRAINS 100% NATURAL  
14 THIN thin bun product is enjoined.

15 35. Additionally, a delay in launching the THINS product on September 15 will  
16 also adversely affect relationships with our customers. Sara Lee has expended considerable  
17 goodwill in promising this product to its customers. These retail stores have made purchasing  
18 decisions and shelf arrangement accommodations that depend on receipt of this product on  
19 September 15. If the launch is cancelled our customers will have to hastily revise their plans.  
20 This may well impact on our customer relationships to the extent that our customers may not be  
21 as accommodating to us for future launches having been inconvenienced in connection with this  
22 launch. This would be very problematic since Sara Lee fresh bakery alone will launch  
23 approximately 30 new products in the remainder of this fiscal year.

24 **Factors Negating Any Likelihood of Confusion**

25 36. Sara Lee is of course aware of the famous ARNOLD brand for bread products.  
26 Sara Lee's marketing studies show that the ARNOLD brand has a sixty percent (60%) loyalty  
27 rate, which is an extremely high loyalty rate for the industry. It suggests that purchasers of  
28



1 ARNOLD breads are not likely to stray to other brands and are likely to look for the ARNOLD  
2 mark above other factors in making their purchasing decisions.

3 37. Based on Sara Lee's marketing information, there is little interaction, between  
4 the ARNOLD brand and the EARTHGRAINS brand. In this context, "interaction" means the  
5 degree to which these brands share the same customers and particularly the degree to which  
6 purchasers of one brand will stray to the other. The lack of interaction between these two brands  
7 indicates that when purchasers of EARTHGRAINS breads decide to purchase a different brand,  
8 the other brand is not likely to be ARNOLD bread (and vice versa).

9 38. There are a number of factors that reduce the interaction between ARNOLD  
10 brand breads and EARTHGRAINS brand breads. Purchasers of EARTHGRAINS breads put a  
11 premium on nutritional value and natural ingredients. These are consumers who take more time  
12 to find items that fill their health conscious lifestyle and are particularly swayed by the 100%  
13 NATURAL positioning of the EARTHGRAINS product line.

14 39. By contrast, the ARNOLD product line is directed to more mainstream  
15 consumers, who may be health aware but do not necessarily place the same degree of importance  
16 on the attributes that distinguish the EARTHGRAINS 100% NATURAL products from other  
17 breads, including those offered under the ARNOLD mark.

18 40. ARNOLD brand breads include a wide range of products appealing to different  
19 types of bread consumers, such as Country Classic Premium White breads, and Brick Oven  
20 family breads. *See* Exhibit 5.

21 41. Only one of the varieties of ARNOLD SELECT SANDWICH THINS (the  
22 100% Whole Wheat flavor) is 100% whole grain. *See* Exhibit 6. The other three varieties are  
23 multigrain, whole wheat, white and seedless rye. The ARNOLD product thus appeals to a  
24 broader consumer base that may not be as concerned with purchasing product that is 100%  
25 natural. Rather the 100% Whole Wheat variety is just one of four flavors, which may be more or  
26 less interchangeable to these purchasers. For consumers of Sara Lee's EARTHGRAINS 100%  
27 NATURAL, however, the 100% NATURAL characteristic is critical to their purchasing  
28 decision.

42. Additionally, interaction between the brands is low because retailers tend to group breads and related products by brand or at least by source. Typically, the EARTHGRAINS and SARA LEE products will be grouped near each other because they come from the same source. Similarly, ARNOLD and its other brands will be grouped together. Brand loyal customers can thus easily find their preferred brand and brands offered by the same parent company.

43. It is unlikely the EARTHGRAINS 100% NATURAL THINS product will be grouped with the ARNOLD SELECT SANDWICH THINS. Consumers thus are not likely to encounter these products side by side. However, even if they are the package trade dress for the ARNOLD SELECT SANDWICH THINS product and the EARTHGRAINS 100% NATURAL THINS product are so different in commercial impression that consumers will be able to differentiate between them. It is hard to imagine that a consumer would confuse an EARTHGRAINS product with an ARNOLD product.

44. Sara Lee's marketing data supports this proposition as purchasers of its EARTH GRAINS breads will turn to SARA LEE HEARTY & DELICIOUS breads as their alternative product.

45. Sara Lee does not believe that consumers will be confused by supermarkets offering both the ARNOLD SELECT SANDWICH THINS and the EARTHGRAINS 100% NATURAL THINS product.

46. Sara Lee fresh bakery sales force has presented the EARTHGRAINS 100% NATURAL THINS thin bun product to numerous retail bread buyers in anticipation of the September 15 launch. Despite the fact that these are the same buyers of the ARNOLD SELECT SANDWICH THINS product, I am not aware of any buyer that noted any similarity between the product names or that consumers might rely on the term THINS to believe that the product was associated with the ARNOLD SELECT SANDWICH THINS.

47. Sara Lee is heavily committed to the EARTHGRAINS 100% NATURAL THINS product and halting the launch would therefore have devastating consequences.

1           48. As a natural product without preservatives, there is a seven-day shelf life to the  
2 EARTHGRAINS 100% NATURAL THINS. If not shipped promptly or if delayed from being  
3 placed on the shelves, these products will remain fresh for a relatively short period time, after  
4 which they would no longer meet Sara Lee's high standards of freshness and our customers will  
5 not sell them. Consequently, they will have to be discarded.

6  
7           I declare under the penalty of perjury that the foregoing is true and correct.

8  
9 Dated: 8/28/09

  
Timothy Zimmer

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the above and foregoing documents has been served on August 31, 2009 to all counsel of record who are deemed to have consented to electronic service via the Court's CM/ECF system per Civil Local Rule 5.4. Any other counsel of record will be served by electronic mail, first class mail, facsimile and/or overnight delivery.

/s/ David E. Kleinfeld

David E. Kleinfeld

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**ZIMMER  
EXHIBIT 1**







Born in the earth and raised in the sun, our grains enjoy life's most simple pleasures; a warm sky that presses down gently, the timely breeze that shakes them cool, and a refreshing rinse in one of the world's most sustaining elements, rainwater. This nature-nurtured process is the foundation of how we create every single whole grain product in our family. We didn't invent the method, but we sure work hard on perfecting it. That's why our natural breads contain 0g trans fat, no artificial colors, flavors or preservatives. Sometimes it's not what you put in, but what you leave out. And our taste and texture, they never waiver because we know a grain kept best, is a grain kept whole. This timeless practice lends so much to our taste that we are endlessly committed to protecting and nurturing the fertile grounds where our grains grow tall.

 Please, recycle.

We are so confident our products will please you that we guarantee your satisfaction. If for any reason you are not satisfied, call toll free 1-888-61EARTH (1-888-613-2784) and we will gladly replace the product.

EarthGrains Baking Companies, Inc., P.O. Box 756, Neenah, WI 54957,  
[www.earthgrains.com](http://www.earthgrains.com)



**100 CALORIES  
PER SERVING**

100%  
MULTI  
GRAIN  
THIN BUN

100% NATURAL  
BARIHGRAINS







Exhibit 1 000003



Exhibit 1 000004

# EARTHGRAINS

Born in the earth and raised in the sun, our grains enjoy life's most simple pleasures: a warm sky that presses down gently, the timely breeze that shakes them cool, and a refreshing rinse in one of the world's most sustaining elements, rainwater. This nature-nurtured process is the foundation of how we create every single whole grain product in our family. We didn't invent the method, but we sure work hard on perfecting it.

That's why our natural breads contain 0g trans fat, no artificial colors, flavors or preservatives. Sometimes it's not what you put in, but what you leave out. And our taste and texture, they never waiver because we know a grain kept best, is a grain kept whole. This timeless practice lends so much to our taste that we are endlessly committed to protecting and nurturing the fertile grounds where our grains grow tall.

## The Nature Conservancy



Protecting nature. Preserving life.

EarthGrains is a proud supporter of The Nature Conservancy's efforts to preserve and protect our natural habitats. Over the next year, we'll give \$100,000 in support of their mission to protect our world's lands and waters.



**We care about the earth so much,  
it's in our name.**

**ZIMMER  
EXHIBIT 2**



Slice of Nutrition				
100	1.5g	160	3g	
CALORIES	TOTAL FAT	SODIUM	SUGARS	
5%	2%	7%		



**NEW!**

**EARTHGRAINS**



**100% NATURAL THINNS**

**100% WHOLE WHEAT**

**THIN BUN**

**NET WT  
12 OZ (340g)**

**100 CALORIES**

**100% WHOLE GRAIN**

**NO HIGH FRUCTOSE CORN SYRUP**

**The Nature Conservancy**  
Protecting nature. Preserving life.



EarthGrains is a proud supporter of The Nature Conservancy's efforts to preserve and protect our natural habitats. Over the next year, we'll give \$100,000 to support other reasons to protect our world's wild and wet places.



**EARTHGRAINS**





# The Nature Conservancy

Protecting nature. Preserving life.™



EarthGrains is a proud supporter of The Nature Conservancy's efforts to preserve and protect our natural habitats. Over the next year, we'll give \$100,000 in support of their mission to protect our world's lands and waters.

OSE

RAIN

IES

Sample only



**ZIMMER  
EXHIBIT 3**

## Products

### 100% Natural

EarthGrains® 100% Natural Breads are delicious and naturally nutritious, the way bread should be. Our breads are baked fresh with only the finest 100% natural ingredients, they contain no artificial colors, flavors or preservatives, and have 0g trans fat.

We believe that a grain kept best is a grain kept whole, which is why our EarthGrains 100% breads are an excellent source of whole grains and fiber.

### Double Fiber

EarthGrains® Double Fiber Breads have twice the fiber of wheat

bread for digestive health. They are packed full of essential nutrients like calcium for stronger bones and teeth and vitamin D to help maximize the absorption of calcium.

We believe that it is not always about what you put into product, but also about what you leave out. That's why EarthGrains® Double Fiber Bread has no artificial flavors, no artificial colors, and 0 grams of trans fat.

Our taste and texture never waiver because we know a grain kept best is a grain kept whole.



## Environment

At EarthGrains® we care about the earth so much, it's in our name. We are endlessly committed to protecting and nurturing the fertile grounds that allow our grains to grow healthy and tall. Here are some simple things you can do right now to be good to the earth:

- Keep a stocked fridge to save on energy
- Ditch snack bags for reusable containers
- Use a BPA-free thermos instead of throwing away water bottles
- Keep a hot or cold beverage mug at your desk instead of using disposable cups
- Support brands that have relationships with credible environmental organizations
- Store and carry sandwiches in reusable containers rather than plastic bags
- Plan for leftovers! Make larger portions at dinner and pack leftovers for lunch the following day
- Buy from bulk bins to save money and cut down on packaging
- Stock up on foods you eat frequently to minimize trips to the grocery store

Just a few earth-minded changes can make a big difference in protecting the earth and our environment.

**Eat 100%**  
**Live 100%**  
**100% Whole Grains**



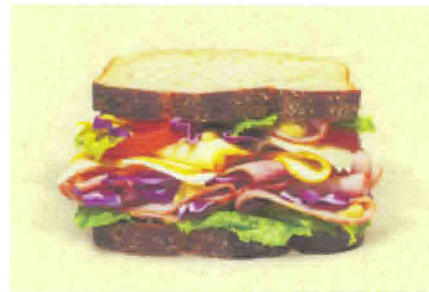
## Why Whole Grains?

Whole grains are grains that have not been refined. They are left intact, as nature intended, so they retain all the naturally-occurring vitamins, minerals and fiber that refined grains lose in the milling process. To be sure you are eating whole grains, look for the word "whole" in the first two ingredients listed.

### What are the benefits of Whole Grains?

In addition to being nutrient-rich, whole grains have been shown to contribute to weight management, improved gastrointestinal health, and maintenance of healthy blood glucose levels. Eating whole grains has also been linked to reduced risk of heart disease and some types of cancer.

**Eat 100%**  
**Live 100%**  
**100% Whole Grains**



**ZIMMER  
EXHIBIT 4**

**EARTHGRAINS 100% NATURAL THINS  
DIRECT COSTS**

**Packaging**

Creative	\$ 10,151
Photography	6,204
Printer Tools	7,400
Mock-Ups	3,000
Sales Samples	6,000
Trays	19,240
Bags	64,530

**Product**

Co-Packer	200,000
R&D	50,000
Ingredient	200,000

**CP**

POS	25,000
FSIs	37,000
IRCs	5,865
RSR Handouts	4,365

**Advertising**

Radio	200,000
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<b>Total Costs</b>	<b>\$838,755</b>
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**ZIMMER  
EXHIBIT 5**



Where can I find my favorite Arnold's product?

Zip Code

Site Search:

Keyword

Product Search

## Our Products

Sliced Breads  
Buns and Rolls  
CROUTONS  
Stuffing



### Sliced Breads

- > [Soft Naturals](#)
- > [Grains & More](#)
- > [Whole Grain Classics](#)
- > [Country Classics](#)
- > [Natural Breads](#)
- > [Dutch Country](#)
- > [Stoneground](#)
- > [Brick Oven](#)
- > [Bakery Light & Carb Counting](#)
- > [Fruit Breads](#)
- > [Arnold Rye](#)
- > [Levy Rye](#)
- > [Natural Hearty Slices](#)
- > [Classic Italian](#)



### Buns and Rolls

- > [Sandwich Thins](#)
- > [Restaurant Style](#)
- > [Select](#)

### CROUTONS



Stuffing



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[Where can I find my favorite Arnold's product?](#)

## Our Products

- [Sliced Breads](#)
- [Buns and Rolls](#)
- [CROUTONS](#)
- [Stuffing](#)



### Sliced Breads

Please select a product below for more information.

**Country Classics:**

> <a href="#">Arnold Country Wheat</a>	<b>UPC:</b> 7341001350
> <a href="#">Arnold Country White</a>	7341000305
> <a href="#">Arnold Oat Bran Bread</a>	7341001354
> <a href="#">Arnold Whole Grain Country White Bread</a>	7341002664





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Product Search

**Our Products**

[Sliced Breads](#)  
Buns and Rolls  
Croissants  
Stuffing



**Sliced Breads**

[Sliced Breads >](#) [Country Classics >](#)  
**Arnold Country White:** Each hearty, full-sized slice is perfect for great tasting sandwiches or topped with your favorite spreads.  
**This product is:**  
 Low Cholesterol  
 Low Fat  
 0g Trans Fat  
 Good Source of Vitamins & Minerals  
**UPC:** 7341000305  
**Where can I find this product?** Zip Code  




Tell a friend about this product

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Where can I find my favorite Arnold's product?

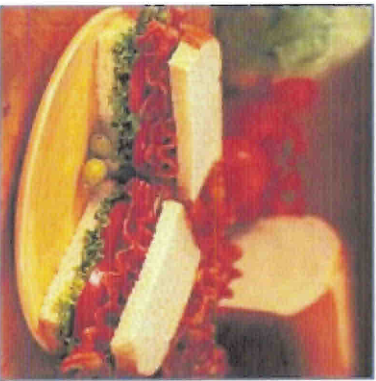
Zip Code

Site Search:

Keyword

## Our Products

- Sliced Breads
  - Buns and Rolls
  - Croissants
  - Stuffing




### Sliced Breads







Please select a product below for more information.

**Brick Oven:**

- > [Arnold Brick Oven Big Slice](#) **UPC:** 7341000304
- > [Arnold Brick Oven Premium](#) 7341000500
- > [Arnold Brick Oven White Small Bread](#) 7341000200

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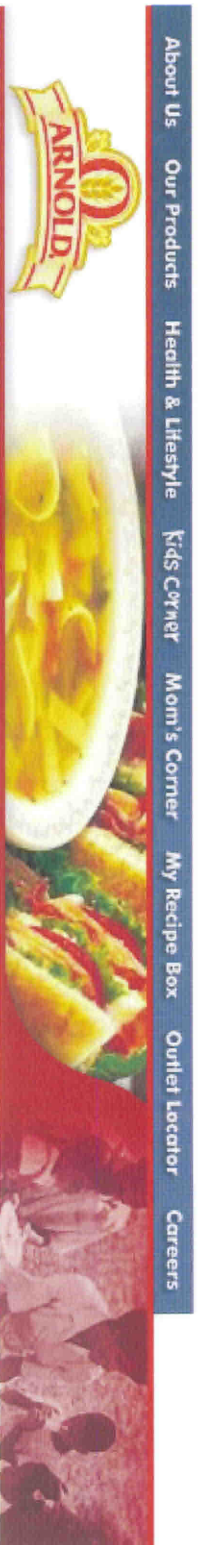
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Where can I find my favorite Arnold's product?

Zip Code

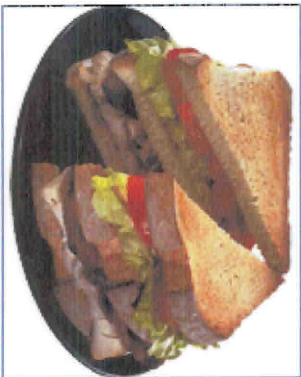
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Keyword

Product Search

## Our Products

[Sliced Breads](#)  
[Buns and Rolls](#)  
[Croutons](#)  
[Stuffing](#)



### Sliced Breads

[Sliced Breads > Brick Oven >](#)

**Arnold Brick Oven Premium:** Arnold Brick Oven Bread is made with a tradition of over 50 years of baking and commitment to quality. It's square because the Arnold Bakers still slow-bake Brick Oven bread with a lid over it to keep in its rich, delicious flavor.

**This product is:**

- Low Cholesterol
- Low Fat
- Good Source of Vitamins & Minerals

UPC: 7341000500

Where can I find this product? Zip Code

Tell a friend about this product



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**ZIMMER  
EXHIBIT 6**







